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*Counsel for the Board of Each of PG&E Corporation  
and Pacific Gas and Electric Company and for  
Certain Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case No.  
19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**CERTIFICATE OF NO OBJECTION  
REGARDING SEVENTH MONTHLY FEE  
STATEMENT OF SIMPSON THACHER &  
BARTLETT LLP FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD OF OCTOBER 1, 2019  
THROUGH OCTOBER 31, 2019**

Re: Docket No. 5221

**Objection Deadline:** January 20, 2020  
4:00 pm (Pacific Time)

1 On December 30, 2019, Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”),  
2 counsel for (i) the Board of Directors (the “**Board**”) of each of PG&E Corporation and Pacific  
3 Gas and Electric Company (the “**Debtors**”), as the Board may be constituted from time to time,  
4 and for the members of the Board from time to time in their capacities as members of the Board,  
5 and (ii) certain current and former independent directors in their individual capacities who serve  
6 or served as independent directors prior to and/or as of the Petition Date (as defined below) (each  
7 an “**Independent Director**” and collectively, the “**Independent Directors**”), filed its *Seventh*  
8 *Monthly Fee Statement of Simpson Thacher & Bartlett LLP for Allowance and Payment of*  
9 *Compensation and Reimbursement of Expenses for the Period October 1, 2019 through October*  
10 *31, 2019*, pursuant to the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P.*  
11 *2016 for Authority to Establish Procedures for Interim Compensation and Reimbursement of*  
12 *Expenses of Professionals*, dated February 27, 2019 [Docket No. 701] (the “**Interim Procedures**  
13 **Order**”).

14 The Seventh Monthly Fee Statement was served as described in the *Certificate of Service*  
15 of Sonia Akter [Docket No. 5257]. The deadline to file responses or oppositions to the Seventh  
16 Monthly Fee Statement was January 20, 2020 at 4:00 pm (PT). On January 20, an objection was  
17 filed by the Public Employees Retirement Association of New Mexico objecting to a portion of  
18 Simpson Thacher’s fees totaling \$111,600.50 [Docket No. 5414] (the “**PERA Objection**”).<sup>1</sup> No  
19 other oppositions or responses have been filed with the Court or received by Simpson Thacher.  
20 Pursuant to the Interim Compensation Order, the Debtors are authorized to pay Simpson Thacher  
21 eighty percent (80%) of the remaining fees that are not subject to an objection and one hundred  
22 percent (100%) of the expenses requested in the Seventh Monthly Fee Statement upon the filing  
23 of this certification without the need for a further order of the Court. A summary of the fees and  
24 expenses sought by Simpson Thacher is annexed hereto as **Exhibit A**.

25 \_\_\_\_\_  
26 <sup>1</sup> Simpson Thacher does not agree with the assertions made in the PERA Objection and reserves all rights to dispute  
27 the PERA Objection, and any future objections made on similar grounds, either before or in connection with any  
28 hearing to consider the applicable interim fee applications.

1 The undersigned hereby declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury,  
2 that:

3 1. I am a counsel at the law firm Simpson Thacher & Bartlett LLP, counsel  
4 to the Board and the Independent Directors.

5 2. I certify that I have reviewed or caused the review of the Court's docket in  
6 these chapter 11 cases and that Simpson Thacher has not received any response or opposition to  
7 the Seventh Monthly Fee Statement other than the PERA Objection.

8 3. This declaration was executed in Palo Alto, California.  
9  
10

11 **SIMPSON THACHER & BARTLETT LLP**

12 Dated: January 24, 2019  
13 Palo Alto, California

/s/ Jonathan Sanders  
Jonathan Sanders (No. 228785)

*Counsel for the Board of Each of PG&E  
Corporation and Pacific Gas and Electric  
Company and for Certain Current and  
Former Independent Directors*